FORM D

UNITED STATES SECURITIES EXCHANGE COMMISSION Washington, D.C. 20549

PROCESSED APR 1 8 2008 THOMSON

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB AF	OMB APPROVAL									
OMB Number:	3235-0076									
Expires:	April 30, 2008									
Estimated aver	age burden									
hours per response	onse 16.00									

SEC USE ONLY								
Prefix		Serial						
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	DATE R	ECEIVED						
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1 No				
Name of Offering (check if this is an amendment and Chesapeake LP	d name has changed, and indica	te change.)		
Filing Under (Check box(es) that apply):	04 Rule 505	Rule 506	Section 4(6)	ULOE
Type of Filing: ☐ New Filing ☐ Amendment	-	_		
A	. BASIC IDENTIFICATION	(DATA)	 	II IBIII PEXIT BIBIN FIFBI IBIIN BYTAN BIII IBBA
Enter the information requested about the issuer		<u> </u>		
Name of Issuer (check if this is an amendment an	d name has changed, and indica	ite change.)		'
Chesapeake LP				IS COUNT COURT OF BUILD BILL BUILD BILLE FOR THE BUILD
Address of Executive Offices	(Number and Street, City, Stat		ephone Nu	08046865
1660 Lincoln Street, Suite 100, Denver, Colorado 80264			3) 3/2-100C	
Address of Principal Business Operations	(Number and Street, City, Stat	e, Zip Code) Tele	ephone Number (Includi	ng Area Code)
(if different from Executive Offices)				Mail Processing
D'CD				Section
Brief Description of Business To operate as a private inves	tment limited partnership			
				APP + O MITH
Type of Business Organization				
corporation Imited partnership, al	ready formed 🔲 -	other (please specif	y):	
☐ business trust ☐ limited partnership, to	be formed			Washington, DC
	Month	Year		100
Actual or Estimated Date of Incorporation or Organization:	0 2	9 6 🛛 Ac	tual 🔲 Estimate	
Jurisdiction of Incorporation or Organization: (Enter two-letter U	J.S. Postal Service abbreviation	for State:		
CN f	or Canada; FN for other foreign	jurisdiction)	DE	
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GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02)

		A. BASIC IDENT	IFICATION DATA		
Enter the information re	quested for the foll			· · · · · · · · · · · · · · · · · · ·	
	-	er has been organized wit	hin the past five years;		
 Each beneficial ow of the issuer; 	ner having the pow	er to vote or dispose, or d	irect the vote or dispositio	n of, 10% or mor	e of a class of equity securities
Each executive offi	cer and director of	corporate issuers and of c	orporate general and mana	aging partners of	partnership issuers; and
Each general and n	anaging partner of	partnership issuers.			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☑ General Partner
Full Name (Last name first, i	f individual)				
The Bornhoft Group Corpora	tion (formerly calle	ed Hart-Bornhoft Inc.)			
Business or Residence Addre	ss (Number and S	street, City, State, Zip Cod	e)		
1660 Lincoln Street, Suite 10	0, Denver, Colorad	lo 80264			·
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer - President of the General Partner	Director	General and/or Managing Partner
Full Name (Last name first, i Bornhoft, Richard E.	f individual)				
Business or Residence Addre	ss (Number and S	Street, City, State, Zip Cod	e)		
1660 Lincoln Street, Suite 10	0, Denver, Colorad	lo 80264			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer - COO of the General Partner	Director	Principal of the General Partner
Full Name (Last name first, i	f individual)				
Montano, Ron S.	,				
Business or Residence Addre	ss (Number and S	Street, City, State, Zip Cod	e)	·····	
1660 Lincoln Street, Suite 10	0, Denver, Colorad	lo 80264			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive [Officer - Director	Director	Principal of the General Partner
		:·	of Research for the General Partner		
Full Name (Last name first, i	f individual)	, i			
Bell, Brian R.					
Business or Residence Addre	ss (Number and S	Street, City, State, Zip Cod	e)		
1660 Lincoln Street, Suite 10	0, Denver, Colorad	io 80264			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	⊠ Executive Officer - Vice President of Finance of the General Partner	Director	☑ Principal of the General Partner
Full Name (Last name first, i	f individual)				
Bales, S. Brent					
Business or Residence Addre	ss (Number and S	Street, City, State, Zip Cod	e)		
1660 Lincoln Street, Suite 10	0. Denver, Colorad	lo 80264			

B. INFORMATION ABOUT OFFERING	5, 2 .	<i>'</i>									
·	Yes	No									
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		\boxtimes									
Answer also in Appendix, Column 2, if filing under ULOE.	6 35 00	ı∩•									
What is the minimum investment that will be accepted from any individual? *The General Partner retains the right to accept or reject the subscriptions.	.\$25,00 Yes	i∪* No									
3. Does the offering permit joint ownership of a single unit?											
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or	\boxtimes	ĹЦ									
similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is											
an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the											
information for that broker or dealer only.											
Full Name (Last name first, if individual)											
Business or Residence Address (Number and Street, City, State, Zip Code)											
Attn: Debbie Suarez, One North Jefferson, Futures Dept., St. Louis, Missouri 63103-2205 Name of Associated Broker or Dealer											
A. G. Edwards & Sons, Inc.											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers											
(Check "All States" or check individual States)	All Stat	es									
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Full Name (Last name first, if individual)											
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Business or Residence Address (Number and Street, City, State, Zip Code)											
5605 Carnegie Boulevard, Suite 400, Charlotte, North Carolina 28209-4641											
Name of Associated Broker or Dealer											
Carolinas Investment Consulting L.L.C. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers											
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Full Name (Last name first, if individual)											
Business or Residence Address (Number and Street, City, State, Zip Code)											
Attn: Frank Flanery, 500 Forest Avenue, Richmond, Virginia 23229-6808											
Name of Associated Broker or Dealer											
Chesapeake Capital Corporation											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	States										
(Check "All States" or check individual States)	otates										
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Full Name	(Last name first,	if individual)												
Business or	Business or Residence Address (Number and Street, City, State, Zip Code)													
	One Financial Place, Lower Collymore Rock, Suite 100, St. Michael, Barbados Name of Associated Broker or Dealer													
Name of A	ssociated Broker	or Dealer		•							•			
	nk & Trust, Inc.													
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Full Name	(Last name firs	st, if indivi	dual)								. · · ·			
Business or Residence Address (Number and Street, City, State, Zip Code)														
	Attn: Jill Barley, 10700 Wheat First Drive, Mail Code WF-1135, Glen Allen, Virginia 23060-9243													
	Name of Associated Broker or Dealer													
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Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Managed Futures Dept., 51 West 52nd Street, 23rd Floor, New York, New York 10019-6119 Name of Associated Broker or Dealer UBS Financial Services, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers 🔀 All States (Check "All States" or check individual States)..... н ID DC FL GA ΑZ AR CA CO CT DE ΑL ΑK IL IN KS KY LA ME MD MA MI MN MS МО ΙA OK OR PA NC ND ОН MT NE NV NH NJ NM NY wv WI wy ' PR VA WA SC UT VT RJ SD TN TX Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Attn: Stephanie Bell, 901 East Byrd Street, WS2205, 7, Richmond, Virginia 23219-4052 Name of Associated Broker or Dealer Wachovia Securities, LLC States in Which Person Listed Has Solicited or Intends to Solicit Purchasers HI ID DE DC FL GΑ ΑL ΑK ΑZ AR CA CO CT мо ΜI MN MS KS KY ME MD MA IL IN ΙA LA PA NC ND ОН OK OR NM NY MT NE NV NH NJ VT VA WA WV · WI WY PR RI SC SD TN TX UΤ

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\$\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$0.00	\$0.00
	Equity		\$0.00
	☐ Common ☐ Preferred		 -
	Convertible Securities (including warrants)	\$0.00	\$0.00
	Partnership Interests	. \$0.00	\$0.00
	Other (Specify: Units of limited partnership interests)	\$250,000,000	\$12,228,368.61
	Total	\$250,000,000**	\$12,228,368.61
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	180	\$12,228,368.61
	Non-Acredited Investors	0	\$0.00
	Total (for filings under Rule 504 only)	N/A	\$ N/A
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.	Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505	N/A	\$ N/A
	Regulation A		\$ N/A
	Rule 504		\$ N/A
	Total	N/A	\$ N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$0.00
	Printing and Engraving Costs		\$0.00
	Legal Fees.		\$0.00
	Accounting Fees		\$0.00
	Engineering Fees		\$0.00
	Sales Commissions (specify finders' fees separately)		\$0.00
	Other Expenses (identify)		\$0.00
	Total	🖾	\$30,000**

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

^{**} Estimated for purposes of this Form D only.

ুদুৰ	b. Enter the difference between the aggregate offering price given in response to Pa 1 and total expenses furnished in response to Part C — Question 4.a. This difference gross proceeds to the issuer."	nt C — Question is the "adjusted	<u>CW</u> ,	<u> </u>	<u> </u>),000
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or propeach of the purposes shown. If the amount for any purpose is not known, furnish an the box to the left of the estimate. The total of the payments listed must equal proceeds to the issuer set forth in response to Part C — Question 4.b. above.	estimate and check		to (Dir	ryments Officers, ectors & ffiliates			yments to Others
	Salaries and fees.	(),,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Ø			⊠	\$	0.00
	Purchase of real estate		\boxtimes	\$	0.00	\boxtimes	\$	0.00
	Purchase, rental or leasing and installation of machinery and equipment		☒	\$	0.00	\boxtimes	\$	0.00
	Construction or leasing of plant buildings and facilities		\boxtimes	\$	0.00_	\boxtimes	\$	0.00
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issue pursuant to a merger)	er	☒	\$	0.00	⊠	<u>\$</u>	0.00
	Repayment of indebtedness		Ø	\$	0.00	\boxtimes	<u>\$</u>	0.00
	Working capital		\boxtimes	S	0.00	\boxtimes	\$	0.00
	Other (specify): Investment capital in Chesapeake Preferred II, L.L.C., a Delaw company and pool and fixed income securities or securities whose return is indefined income return.		⊠	\$	0.00	⊠	\$24	19,970,000
	Column Totals	***************************************	☒	\$	0.00	\boxtimes	\$24	9,970,000
	Total Payments Listed (column totals added)				∑ \$249	,970,	000	_
	SADATEDERADSIGNATUR	EGG	•	* ****	, , , , , , , , , , , , , , , , , , ,	i ka i	N/ /	
igr	e issuer has duly caused this notice to be signed by the undersigned duly authorized mature constitutes an undertaking by the issuer to furnish to the U.S. Securities and formation furnished by the issuer to any non-accredited investor pursuant to paragraph (b	Exchange Commissio	is i	filed pon	under Ru written re	ile 50 quest	5, tl ∶of i	e following
Îss	ssuer (Print or Type) Signature	4/1/		D	ate 3/	211	101	008
<u> </u>	Chesapeake LP Title of Signer (Print or Type) Title of Signer (Print or Type)							
N	Ron S. Montano Title of Signer (Print or Type) Ron S. Montano Chief Operations Officer of	•	Согр	orati	on, the Go	eneral	Part	ner of the

- ATTENTION -----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

**	T. SI	VAR STONATURE		3.0	
1.	Is any party described in 17 C.F.R. 230.262 presently sub provisions of such rule?			Yes	No
	See Appendix,	Column 5, for state response.			
2.	The undersigned issuer hereby undertakes to furnish to at (17 C.F.R. 239.500) at such times as required by state law		notice is filed a notic	e on Fo	om D
3.	The undersigned issuer hereby undertakes to furnish to the offerees.	e state administrators, upon written request, inf	formation furnished by	the iss	uer to
4.	The undersigned issuer represents that the issuer is famili- Offering Exemption (ULOE) of the state in which this exemption has the burden of establishing that these condi-	notice is filed and understands that the issue	_		
	ner has read this notification and knows the contents to be thorized person.	true and has duly caused this notice to be signed	ed on its behalf by the	unders	signed
ssuer (I	Print or Type) Chesapeake LP	Signature	Date 3/31/2	008	
Vame (1	Print or Type)	Title (Print or Type)			
	Ron S. Montano	Chief Operations Officer of The Bornhoft	Group Corporation, t	he Gene	eral

Partner of the Issuer

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX CHESAPEAKE LP 3 4 2 Type of Disqualification security and under State ULOE aggregate (if yes, attach Intend to sell to offering explanation of price offered Type of investor and non-accredited waiver granted) amount purchased in State investors in State in state (Part (Part E-Item 1) (Part C-Item 2) C-Item 1) (Part B-Item 1) Number of Units of Limited Number of Non-Partnership Accredited Accredited Investors Yes No State Yes Interests Investors Amount Amount No \$112,500.00 0 0 X 4 \boxtimes ALAK \boxtimes X 4 \$125,000.00 0 0 ΑZ \boxtimes 0 X 5 \$200,000.00 0 AR 0 \mathbf{X} 0 冈 22 \$842,130.84 CA \boxtimes 0 0 \mathbf{X} 7. \$1,135,055.00 CO 2 0 X 0 \$75,000.00 CT 5 X 0 冈 \$125,000.00 0 DE \boxtimes Х 1 \$50,000.00 0 0 DC 0 0 Х 9 \boxtimes \$485,519.00 FL \boxtimes X 1 0 0 \$125,000.00 GA HI \boxtimes \mathbf{X} 4 \$479,317.78 0 0 ID X 2 \$100,000.00 0 0 \boxtimes IL X 2 0 \boxtimes \$90,000.00 IN ΙA Ø 0 Х 0 6 \$258,422.71 KS KY \boxtimes X 3 \$170,000.00 0 0 LA ME \boxtimes Х 24 \$1,050,000.00 0 0 MD \boxtimes Х 0 0 1 \$50,000.00 MA \boxtimes Х 4 \$105,000.00 0 0 MI MN \boxtimes 0 Х \$50,000.00 0 1 MS

APPENDIX CHESAPEAKE LP 3 2 Type of 4 Disqualification security and under State ULOE aggregate (if yes, attach Intend to sell to offering explanation of price offered Type of investor and non-accredited waiver granted) in state (Part amount purchased in State investors in State (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) C-Item 1) Number of Units of Number of Non-Limited Partnership Accredited Accredited No Interests Investors Investors Amount Yes State Yes No Amount 0 8 \$749,000.00 \boxtimes Х MO MT \boxtimes 3 \$140,000.00 0 0 NE Х \boxtimes 0 0 NV Х 1 \$55,000.00 NH \boxtimes NJ X 4 \$154,000.00 0 0 \boxtimes X 2 0 0 \$65,000.00 NM \boxtimes 0 NY X 12 \$675,000.00 0 \boxtimes 0 Х 3 \$154,000.00 0 NC ND \boxtimes 0 OH Χ. 2 \$225,000.00 0 OK \boxtimes 0 0 OR Х 5 \$175,000.00 \boxtimes 0 0 PΑ Х 4 \$149,000.00 RI \boxtimes 0 0 SC Х \$385,221.28 SD 図 0 Х \$80,000.00 0 TN 1 \boxtimes 0 0 TX X 13 \$1,971,202.00 UT \boxtimes VT X 1 \$25,000.00 0 0 X VA X 6 \$1,493,000.00 0 0 VI \boxtimes 3 0 WA Х \$75,000.00 0 \boxtimes wv Х \$30,000.00 0 0 1 WI

		`	1.50		APPENDIX :	, , ,	or the second		S. Aghering	
				CH	ESAPEAKE LP					
1			3							
		2	Type of security and aggregate		. .					
		o sell to	offering		Time of i	nvestor and			, attach	
İ	ľ	credited	price offered			hased in State		explanation of waiver granted)		
		s in State	in state (Part		(Part E-Item 1)					
	(Part B-	-Item 1)	C-Item 1)	· · · · · · · · · · · · · · · · · · ·	(Fait E	1				
			Units of Limited Partnership	Number of Accredited		Number of Non- Accredited				
State	Yes	No	Interests	Investors	Amount	Investors	Amount	Yes_	No	
WY										
PR			,							